

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**SIXTH MONTHLY FEE STATEMENT OF FTI CONSULTING, INC. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
APRIL 1, 2019 THROUGH APRIL 30, 2019**

Name of Applicant:

FTI Consulting, Inc.

Authorized to provide Professional Services
to:

Official Committee of Unsecured Creditors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Date of Retention: December 19, 2018, *nunc pro tunc* to
October 25, 2018

Period for which compensation and
reimbursement is sought: April 1, 2019 through April 30, 2019

Monthly Fees Incurred: \$346,564.00

20% Holdback: \$69,312.80

Total Compensation Less 20% Holdback: \$277,251.20

Monthly Expenses Incurred: \$1,331.29

Total Fees and Expenses Due: \$278,582.49

This is a: X monthly _____interim _____final application

This statement (the “**Fee Statement**”) of FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, “**FTI**”) as financial advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.* (the “**Committee**”) is submitted in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No.796] entered on November 16, 2018, (the “**Order**”). In support of this Fee Statement, FTI respectfully states as follows.

1. The fees and expenses for the period from April 1, 2019 through and including April 30, 2019 (the “**Sixth Fee Period**”) amount to:

Professional Fees	\$346,564.00
Expenses	<u>1,331.29</u>
TOTAL	<u>\$347,895.29</u>

2. In accordance with the Order, if no timely and proper objection is made by a party-in-interest within fifteen (15) days after service of this Fee Statement, the Debtors are authorized to pay 80% of professional fees and 100% of out-of-pocket expenses. These amounts

are presented below.

Professional Fees at 80%	\$277,251.20
Expenses at 100%	<u>1,331.29</u>
TOTAL	<u>\$278,582.49</u>

3. The professionals providing services, hourly billing rates, the aggregate hours worked by each professional, and the aggregate hourly fees for each professional during the Sixth Fee Period are set forth on the schedule annexed hereto as **Exhibit “A.”**

4. A summary of aggregate hours worked and aggregate hourly fees for each task code during the Sixth Fee Period is set forth on the schedule annexed hereto as **Exhibit “B.”**

5. Detailed time entry by task code during the Sixth Fee Period is set forth on the schedule annexed hereto as **Exhibit “C.”**

6. A summary of expenses incurred during the Sixth Fee Period is set forth on the schedule annexed hereto as **Exhibit “D.”**

7. Detailed breakdown of the expenses incurred during the Sixth Fee Period is set forth on the schedule annexed hereto as **Exhibit “E.”**

8. FTI reserves the right to request, in subsequent fee statements and applications, any fees and reimbursement of any additional expenses incurred during the Sixth Fee Period, as such fees and expenses may not have been captured to date in FTI’s billing system.

NOTICE AND OBJECTION PROCEDURES

9. Notice of this Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); and (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

10. Objections to this Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than June 14, 2019 (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

11. If no objections to this Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

12. If an objection to this Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: New York, New York
May 30, 2019

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation

By: /s/ Matthew Diaz
Matthew Diaz, Senior Managing Director
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EXHIBIT A**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY PROFESSIONAL****FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019**

Professional	Position	Specialty	Billing Rate	Total Hours	Total Fees
Diaz, Matthew	Sr Managing Dir	CF - Core	1,050	79.2	83,160.00
Gotthardt, Gregory	Sr Managing Dir	Real Estate	775	4.7	3,642.50
Joffe, Steven	Sr Managing Dir	CF - Tax	1,095	23.6	25,842.00
Nelson, Cynthia A	Sr Managing Dir	Real Estate	1,050	3.5	3,675.00
Simms, Steven	Sr Managing Dir	CF - Core	1,195	9.5	11,352.50
Star, Samuel	Sr Managing Dir	CF - Core	1,095	5.3	5,803.50
Steinberg, Darryl	Sr Managing Dir	CF - Tax	1,095	5.7	6,241.50
Berkin, Michael	Managing Dir	CF - Core	880	5.0	4,400.00
Blonder, Brian	Managing Dir	Forensics - IP	695	37.1	25,784.50
Park, Ji Yon	Managing Dir	CF - Core	880	9.9	8,712.00
Eisler, Marshall	Senior Director	CF - Core	795	44.8	35,616.00
Khan, Sharmeen	Senior Director	CF - Core	820	52.8	43,296.00
Khazary, Sam	Senior Director	Real Estate	795	5.7	4,531.50
McCaskey, Morgan	Sr Consultant	CF - Core	595	0.6	357.00
Kaneb, Blair	Consultant	CF - Core	400	116.4	46,560.00
Kim, Ye Darm	Consultant	CF - Core	400	69.2	27,680.00
Tirabassi, Kathryn	Consultant	CF - Core	400	23.4	9,360.00
Hellmund-Mora, Marili	Project Asst	CF - Core	275	2.0	550.00
TOTAL				498.4	346,564.0

EXHIBIT B**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY TASK****FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019**

Task Code	Task Description	Total Hours	Total Fees
5	Real Estate Issues	12.3	9,934.00
10	Analysis of Tax Issues	29.3	32,083.50
13	Analysis of Other Miscellaneous Motions	2.8	2,940.00
14	Analysis of Claims/Liab Subject to Compr	84.6	51,581.50
15	Analyze Interco Claims, RP Trans, SubCon	152.1	101,693.50
16	Analysis, Negotiate and Form of POR & DS	105.2	77,472.00
18	Potential Avoidance Actions & Litigation	55.5	41,147.00
19	Case Management	3.7	1,957.00
20	General Mtgs with Debtor & Debtors' Prof	0.3	328.50
21	General Mtgs with UCC & UCC Counsel	4.8	4,889.00
22	Meetings with Other Parties	0.8	946.00
24	Preparation of Fee Application	47.0	21,592.00
25	Travel Time	-	-
TOTAL		498.4	346,564.00

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Task Category	Date	Professional	Hours	Activity
5	4/1/2019	Nelson, Cynthia A	0.2	Review status of review of certain property sale transactions.
5	4/5/2019	Khazary, Sam	1.3	Review of Form of Listing Agreement with JLL for Akin in connection with various real estate issues.
5	4/9/2019	Nelson, Cynthia A	0.4	Review outstanding issues with respect to the sale of certain real property assets and rejection of certain leases to determine next steps.
5	4/9/2019	Kaneb, Blair	0.7	Analyze pipeline properties to be sold by the Debtors.
5	4/10/2019	Gotthardt, Gregory	1.3	Review various real estate transactions proposed by Debtor.
5	4/15/2019	Nelson, Cynthia A	0.2	Address questions from Akin re: analysis of various real estate transactions.
5	4/16/2019	Nelson, Cynthia A	0.1	Coordinate call with the Debtors and Akin re: pending real estate transactions.
5	4/16/2019	Khazary, Sam	1.1	Review specific real estate transaction at the request of Akin.
5	4/17/2019	Nelson, Cynthia A	1.1	Participate on call with the Debtors re: various pending real estate transactions.
5	4/17/2019	Khazary, Sam	1.6	Review additional real estate transaction at the request of Akin.
5	4/17/2019	Kaneb, Blair	1.1	Participate on call with the Debtors re: various pending real estate transactions.
5	4/18/2019	Nelson, Cynthia A	0.4	Review various leases proposed to be assumed by the Debtors.
5	4/18/2019	Khazary, Sam	1.7	Review further a specific real estate transaction at the request of Akin.
5	4/19/2019	Nelson, Cynthia A	0.2	Review various leases proposed to be rejected by Debtors to determine potential value.
5	4/24/2019	Nelson, Cynthia A	0.8	Review the Debtors' proposed lease assumption proposals.
5	4/29/2019	Nelson, Cynthia A	0.1	Follow-up with the team re: analysis of proposed lease rejections.
5 Total			12.3	
10	4/1/2019	Joffe, Steven	1.9	Conduct review of Deloitte's summary materials re: various relevant tax issues.
10	4/2/2019	Joffe, Steven	1.8	Participate in meeting with Akin's tax team to prepare for model and technical debrief re: the Debtors' go-forward plan and associated consequences.
10	4/2/2019	Joffe, Steven	2.7	Participate on call with Weil and Deloitte tax teams re: implementation of 363/G sale.
10	4/2/2019	Steinberg, Darryl	0.5	(Partial) Participate on call with Weil and Deloitte tax teams re: implementation of 363/G sale.
10	4/3/2019	Joffe, Steven	1.8	Participate on call with H. Jacobson (Akin) re: state and local tax exposure and to debrief from call with Weil and Deloitte.
10	4/3/2019	Steinberg, Darryl	0.7	Review state and local NOL considerations for liquidation of the Debtor and its affiliates.
10	4/4/2019	Joffe, Steven	0.8	Participate on call with Deloitte re: state income tax exposure and administrative insolvency.
10	4/4/2019	Joffe, Steven	2.2	Review Deloitte materials in order to develop issues list and state and local tax exposures.
10	4/4/2019	Steinberg, Darryl	0.8	Participate on call with Deloitte re: state income tax exposure and administrative insolvency.
10	4/8/2019	Joffe, Steven	1.3	Review revised POR and liquidating trust documents reflecting debtor by debtor construct in connection with tax issues.
10	4/9/2019	Joffe, Steven	1.8	Participate on call with H. Jacobson (Akin) re: single or multiple trust construct in connection with tax issues.
10	4/9/2019	Steinberg, Darryl	0.7	Review tax language in Chapter 11 Liquidating Plan.
10	4/10/2019	Joffe, Steven	0.7	Correspond with the team re: stub period state tax circulation and APA provisions.
10	4/10/2019	Steinberg, Darryl	0.6	Review various tax issues re: proposal to check the box/LLC conversion of Sears Puerto Rico.
10	4/11/2019	Steinberg, Darryl	0.6	Participate in discussion with H. Jacobson (Akin) re: state and local tax model of potential income tax obligations of the go-forward business in varying scenarios
10	4/15/2019	Joffe, Steven	1.1	Review new estimates from Deloitte in connection with tax issues.
10	4/15/2019	Steinberg, Darryl	1.1	Review Deloitte's state and local tax workpapers and scenarios for the Debtors' go-forward business.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Task Category	Date	Professional	Hours	Activity
10	4/16/2019	Joffe, Steven	0.5	Participate on call with H. Jacobson (Akin) re: mark-up of POR to eliminate multiple liquidating trusts.
10	4/16/2019	Joffe, Steven	1.3	Review Deloitte's materials re: various tax issues.
10	4/16/2019	Steinberg, Darryl	0.7	Review materials re: state and local tax scenarios.
10	4/17/2019	Joffe, Steven	0.3	Participate in discussion with H. Jacobson (Akin) re: liquidation trust/substantive consolidation issue.
10	4/18/2019	Joffe, Steven	3.1	Review complaint, POR and disclosure schedule in connection with various tax issues.
10	4/20/2019	Joffe, Steven	0.6	Review complaint and quantification of damages in connection with various tax issues.
10	4/23/2019	Joffe, Steven	1.1	Conduct research re: tax treatment of recoveries.
10	4/23/2019	Joffe, Steven	0.6	Participate in discussion with H. Jacobson (Akin) re: litigation claims.
10 Total			29.3	
13	4/15/2019	Diaz, Matthew	0.9	Review various pleadings associated with the credit card dispute with ESL.
13	4/19/2019	Diaz, Matthew	1.9	Review complaint filed by the Restructuring Committee.
13 Total			2.8	
14	4/2/2019	Khan, Sharmeen	0.6	Incorporate updates to summary of grid note agreements received from the Debtors.
14	4/3/2019	Eisler, Marshall	2.2	Evaluate updated Cyrus TS as provided by the Debtors.
14	4/4/2019	Eisler, Marshall	2.8	Analyze updated solvency tracker as provided by the Debtors.
14	4/4/2019	Eisler, Marshall	0.6	Prepare diligence questions for weekly call with M-III.
14	4/5/2019	Eisler, Marshall	1.5	Prepare for diligence call with M-III.
14	4/9/2019	Eisler, Marshall	1.3	Provide update re: 503b9 claims analysis.
14	4/9/2019	Diaz, Matthew	0.7	Review the updated 503(b)(9) analysis.
14	4/12/2019	Eisler, Marshall	1.1	Prepare for weekly diligence call with M-III re: solvency.
14	4/15/2019	Kim, Ye Darm	2.8	Analyze filed claims to compare to the Debtors' top 200 vendor claims estimate.
14	4/16/2019	Eisler, Marshall	2.1	Review diligence questions to be sent to M-III re: 503b9 liability.
14	4/16/2019	Eisler, Marshall	1.1	Analyze variances between filed 503b9 claims and Debtors estimates.
14	4/16/2019	Kim, Ye Darm	2.6	Compare filed 503(b)(9) claims to the Debtors' estimates in books and records.
14	4/16/2019	Kim, Ye Darm	2.4	Continue to compare filed 503(b)(9) claims to the Debtors' estimates in books and records.
14	4/16/2019	Kim, Ye Darm	2.7	Continue to compare filed 503(b)(9) claims to the Debtors' estimates in books and records.
14	4/17/2019	Eisler, Marshall	2.1	Update diligence questions for M-III re: potential 503b9 claims.
14	4/17/2019	Diaz, Matthew	1.2	Review further updates made to the 503(b)(9) analysis.
14	4/17/2019	Diaz, Matthew	0.3	Participate on call with Akin re: the 503(b)(9) claims.
14	4/17/2019	Simms, Steven	0.7	Correspond with the team to get an update on various outstanding claim items.
14	4/17/2019	Kim, Ye Darm	1.6	Continue to prepare analysis re: claims filed vs. the Debtors' estimates.
14	4/17/2019	Kim, Ye Darm	3.1	Prepare analysis re: claims filed vs. the Debtors' estimates.
14	4/18/2019	Diaz, Matthew	0.6	Review further updates to the 503(b)(9) analysis.
14	4/18/2019	Kim, Ye Darm	0.5	Incorporate updates to analysis re: 503(b)(9) claims to the Debtors' analysis.
14	4/19/2019	Kim, Ye Darm	2.2	Incorporate further updates to analysis re: 503(b)(9) claims to the Debtors' analysis.
14	4/22/2019	Diaz, Matthew	1.2	Review the updated 503(b)(9) analysis to determine further changes.
14	4/22/2019	Kim, Ye Darm	2.9	Update 5039 claims analysis with new data provided by Debtors.
14	4/22/2019	Kim, Ye Darm	1.3	Continue update of 503b9 analysis with new claims database provided by Debtors.
14	4/22/2019	Kim, Ye Darm	1.8	Review Debtors' complaint re: ESL disputes.
14	4/23/2019	Eisler, Marshall	1.7	Diligence updated 503b9 claims analysis re: comparing filed 503b9 claims to Debtors estimates.
14	4/23/2019	Kim, Ye Darm	0.7	Continue update of 503b9 claims analysis supplemental exhibits for counsel.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Task Category	Date	Professional	Hours	Activity
14	4/23/2019	Kim, Ye Darm	1.1	Update 503b9 claims analysis supplement exhibits for counsel.
14	4/24/2019	Eisler, Marshall	2.6	Analyze latest solvency tracker as provided by the Debtors.
14	4/24/2019	Eisler, Marshall	0.6	Evaluate notice of contract rejection/assumptions as filed by the Debtors.
14	4/25/2019	Eisler, Marshall	1.2	Evaluate impact of latest Cyrus TS re: 507b claim.
14	4/25/2019	Diaz, Matthew	0.4	Review the updated questions list re: 503(b)(9) analysis.
14	4/25/2019	Kim, Ye Darm	1.6	Review latest admin solvency tracker to prepare summary for counsel.
14	4/25/2019	Kim, Ye Darm	1.3	Review 503b9 claims analysis and prepare additional diligence requests.
14	4/26/2019	Eisler, Marshall	1.1	Review FDM to respond to diligence question from HL.
14	4/29/2019	Eisler, Marshall	2.7	Provide comments to presentation for the UCC re: solvency update.
14	4/29/2019	Eisler, Marshall	0.8	Evaluate exhibit estimating 507b claims based on Cyrus term sheet.
14	4/29/2019	Diaz, Matthew	0.7	Review the most recent version of the 503(b)(9) analysis.
14	4/29/2019	Kim, Ye Darm	1.9	Continue identifying variances between estimated and filed 503b9 claims for diligence items.
14	4/29/2019	Kim, Ye Darm	2.2	Identify additional variances between filed and estimated claims and prepare additional diligence request.
14	4/29/2019	Kim, Ye Darm	2.1	Create 503b9 claims analysis summary slides and incorporate into solvency analysis.
14	4/29/2019	Kim, Ye Darm	3.0	Update 503b9 claims analysis to reflect diligence responses from M-III re: estimate variances.
14	4/30/2019	Eisler, Marshall	2.8	Review exhibit detailing audit trail of diligence requests.
14	4/30/2019	Eisler, Marshall	2.7	Provide comments to presentation for the UCC re: solvency update.
14	4/30/2019	Eisler, Marshall	2.2	Analyze diligence exhibit to be sent to M-III re: 503b9 claims.
14	4/30/2019	Kim, Ye Darm	2.8	Create 507b claims analysis to incorporate in admin solvency analysis.
14	4/30/2019	Kim, Ye Darm	3.2	Compile comprehensive 503b9 question / diligence list for audit trail prior to letter to debtors.
14	4/30/2019	Khan, Sharmeen	1.2	Prepare summary of grid notes and corresponding agreements received from the Debtors.
14 Total			84.6	
15	4/1/2019	Diaz, Matthew	1.2	Review the intercompany analysis prepared by the team.
15	4/2/2019	Khan, Sharmeen	1.1	Review intercompany balances received from the Debtors.
15	4/2/2019	Diaz, Matthew	1.6	Review the updates made to the intercompany analysis prepared by the team.
15	4/2/2019	Park, Ji Yon	1.9	Review post-petition intercompany analysis from M-III.
15	4/2/2019	Park, Ji Yon	0.5	Participate in meeting with the team to walk through post-petition intercompany analysis.
15	4/2/2019	Kaneb, Blair	2.3	Analyze administrative intercompany claims based on new information provided from M-III.
15	4/2/2019	Khan, Sharmeen	0.5	Participate in meeting with the team to walk through post-petition intercompany analysis.
15	4/3/2019	Khan, Sharmeen	1.0	Participate on call with M-III and Houlihan re: the Debtors' updated post petition intercompany analysis.
15	4/3/2019	Diaz, Matthew	1.0	Participate on call with M-III and Houlihan re: the Debtors' updated post petition intercompany analysis.
15	4/3/2019	Diaz, Matthew	1.6	Review further updates made to the intercompany analysis.
15	4/3/2019	Park, Ji Yon	0.4	Determine next steps on intercompany review.
15	4/3/2019	Park, Ji Yon	1.0	Participate on call with M-III and Houlihan re: the Debtors' updated post petition intercompany analysis.
15	4/4/2019	Khan, Sharmeen	2.1	Review and analyze intercompany balances and balance sheet received from the Debtors.
15	4/4/2019	Kaneb, Blair	3.3	Analyze administrative intercompany claims based on new data received from M-III.
15	4/5/2019	Khan, Sharmeen	0.9	Participate in meeting with L. Park (FTI) to go through intercompany issues and questions on deconsolidated modeling.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Task Category	Date	Professional	Hours	Activity
15	4/5/2019	Khan, Sharmeen	1.1	Review and analyze post-petition intercompany balances provided by the Debtors.
15	4/5/2019	Diaz, Matthew	1.2	Review the updated intercompany grid note analysis.
15	4/5/2019	Park, Ji Yon	0.9	Participate in meeting with S. Khan (FTI) to go through intercompany issues and questions on deconsolidated modeling.
15	4/11/2019	Diaz, Matthew	0.7	Participate on call with B. Murphy (M-III) to discuss the updated intercompany analysis.
15	4/11/2019	Khan, Sharmeen	0.7	Participate on call with B. Murphy (M-III) to discuss the updated intercompany analysis.
15	4/12/2019	Diaz, Matthew	1.2	Review the updated intercompany analysis and the related impact on legal entity recoveries.
15	4/15/2019	Diaz, Matthew	0.4	Review the grid note summaries prepared by the team.
15	4/15/2019	Diaz, Matthew	0.4	Participate on call with the Debtors to discuss the status of the intercompany analysis.
15	4/16/2019	Diaz, Matthew	0.5	Participate on call with M-III to discuss the updated intercompany analysis.
15	4/16/2019	Khan, Sharmeen	0.5	Participate on call with M-III to discuss the updated intercompany analysis.
15	4/19/2019	Khan, Sharmeen	1.1	Review updated intercompany balances analysis received from M-III.
15	4/19/2019	Khan, Sharmeen	0.6	Incorporate updates to the team's intercompany balances analysis.
15	4/19/2019	Kaneb, Blair	2.1	Review intercompany analysis materials received from M-III.
15	4/22/2019	Khan, Sharmeen	2.7	Review matrices and intercompany balance analyses received from the Debtors.
15	4/22/2019	Diaz, Matthew	0.9	Participate on call with M-III to discuss the intercompany claims, administrative solvency tracker and the 503(b)(9) analysis.
15	4/22/2019	Diaz, Matthew	1.3	Review the updated cash flow intercompany analysis.
15	4/22/2019	Khan, Sharmeen	0.9	Participate on call with M-III to discuss the intercompany claims, administrative solvency tracker and the 503(b)(9) analysis.
15	4/22/2019	Kaneb, Blair	0.9	Participate on call with M-III to discuss the intercompany claims, administrative solvency tracker and the 503(b)(9) analysis.
15	4/22/2019	Kaneb, Blair	2.3	Review grid note balances received from M-III.
15	4/23/2019	Diaz, Matthew	2.9	Review the post petition intercompany analysis.
15	4/23/2019	Khan, Sharmeen	1.2	Review materials prepared by the team re: post-petition intercompany analysis in preparation for meeting with M-III.
15	4/23/2019	Khan, Sharmeen	2.1	Participate in meeting with M-III re: post-petition intercompany analysis
15	4/23/2019	Kaneb, Blair	1.1	Review analyses re: post-petition intercompany claims in preparation for meeting with M-III.
15	4/23/2019	Kaneb, Blair	3.1	Prepare summary re: intercompany claims for Sears Holdings Management Corp.
15	4/23/2019	Kaneb, Blair	3.4	Prepare summary re: intercompany claims for Kmart Corporation.
15	4/23/2019	Kaneb, Blair	2.1	Participate in meeting with M-III re: post-petition intercompany analysis
15	4/24/2019	Khan, Sharmeen	1.5	Review work product re: intercompany balances analysis.
15	4/24/2019	Diaz, Matthew	3.1	Perform a detailed review of the post-petition intercompany analysis prepared by the team.
15	4/24/2019	Kaneb, Blair	3.4	Prepare summary on post-petition intercompany claims for Sears, Roebuck and Co.
15	4/24/2019	Kaneb, Blair	3.2	Prepare summary on select intercompany accounts.
15	4/24/2019	Kaneb, Blair	2.9	Continue to prepare summary on select intercompany accounts.
15	4/25/2019	Khan, Sharmeen	1.5	Review work product re: intercompany balances analysis.
15	4/25/2019	Diaz, Matthew	2.2	Review the updated due diligence on the post-petition intercompany balances.
15	4/25/2019	Kaneb, Blair	2.7	Prepare questions for M-III re: select intercompany journal entries.
15	4/25/2019	Kaneb, Blair	2.9	Continue to tie out journal entries to intercompany account.
15	4/25/2019	Kaneb, Blair	3.4	Tie out journal entries to intercompany account.
15	4/26/2019	Khan, Sharmeen	0.9	Review summary analysis of postpetition intercompany balance analysis

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Task Category	Date	Professional	Hours	Activity
15	4/26/2019	Khan, Sharmeen	0.8	Review work product re: intercompany balances analysis.
15	4/26/2019	Diaz, Matthew	1.9	Develop detailed questions list re: intercompany claims.
15	4/26/2019	Diaz, Matthew	2.1	Review the Debtors' post-petition intercompany claims analysis.
15	4/26/2019	Diaz, Matthew	1.6	Review the updated analysis re: the Sears and Kmart intercompany claims.
15	4/26/2019	Khan, Sharmeen	1.1	Review updated claims analysis in preparation for meeting with M-III.
15	4/26/2019	Kaneb, Blair	2.1	Summarize prepetition intercompany claims.
15	4/26/2019	Kaneb, Blair	1.1	Participate on call with M-III to discuss the 503(b)(9) claims, deconsolidated analysis and intercompany claims.
15	4/26/2019	Kaneb, Blair	1.3	Review intercompany materials in preparation for call with M-III.
15	4/28/2019	Kaneb, Blair	2.3	Create summary re: prepetition intercompany activity for Akin.
15	4/29/2019	Khan, Sharmeen	0.6	Prepare for call with Debtors' advisors re: post-petition intercompany balances.
15	4/29/2019	Khan, Sharmeen	2.6	Review work product review re: analysis of intercompany balances by legal entity.
15	4/29/2019	Diaz, Matthew	3.1	Perform a detailed review of the post-petition intercompany analysis to develop follow up questions for the Debtors.
15	4/29/2019	Diaz, Matthew	2.5	Participate in a call with M-III to discuss the post-petition intercompany analysis.
15	4/29/2019	Khan, Sharmeen	2.5	Participate in a call with M-III to discuss the post-petition intercompany analysis.
15	4/29/2019	Khan, Sharmeen	0.6	Review materials re; post-petition intercompany analysis in preparation for call with M-III.
15	4/29/2019	Kaneb, Blair	2.6	Analyze appropriateness of midterm note adjustment re: interco activity.
15	4/29/2019	Kaneb, Blair	2.5	Participate on call with M-III re: intercompany activity.
15	4/29/2019	Kaneb, Blair	1.1	Prepare questions list for interco call with M-III.
15	4/29/2019	Kaneb, Blair	2.6	Reconcile Sears Roebuck interco activity to the Debtors' balance sheet.
15	4/29/2019	Kaneb, Blair	3.4	Review and reconcile interco claims for Sears Holding Corporation based on new information from M-III.
15	4/29/2019	Kaneb, Blair	1.1	Prepare pre petition intercompany claims summary.
15	4/30/2019	Eisler, Marshall	2.1	Evaluate presentation for the UCC re: intercompany claims.
15	4/30/2019	Kim, Ye Darm	1.6	Continue review of prior bankruptcies to estimate cost of intercompany claims reconciliation.
15	4/30/2019	Khan, Sharmeen	1.6	Review and edit presentation materials for Counsel re: prepetition Interco balance and analyses.
15	4/30/2019	Khan, Sharmeen	1.7	Provide comments to team on presentation materials for Counsel re: prepetition Interco balance and analyses.
15	4/30/2019	Khan, Sharmeen	1.0	Review work product re: analysis of intercompany balances by legal entity
15	4/30/2019	Khan, Sharmeen	0.6	Review and edit presentation materials for Counsel re: prepetition Interco balance and analyses
15	4/30/2019	Khan, Sharmeen	0.4	Participate on call with M-III Partners regarding adjustments made to intercompany balances
15	4/30/2019	Diaz, Matthew	1.9	Review the Sears, Roebuck, and Co. postpetition intercompany payable.
15	4/30/2019	Diaz, Matthew	1.3	Review the Sears Holdings Management Corporation intercompany balance.
15	4/30/2019	Diaz, Matthew	1.6	Review the Kmart Corporation intercompany balance.
15	4/30/2019	Kaneb, Blair	3.2	Prepare slides for UCC professionals re: interco claims.
15	4/30/2019	Kaneb, Blair	1.6	Draft question list for M-III re: interco claims.
15	4/30/2019	Kaneb, Blair	2.9	Incorporate comments from team re: intercompany slides.
15	4/30/2019	Kaneb, Blair	3.4	Reconcile Sears Holdings Management Corp intercompany activity to the balance sheet.
15	4/30/2019	Kaneb, Blair	3.3	Continue to draft question list for M-III re: interco claims.
15 Total			152.1	
16	4/1/2019	Park, Ji Yon	0.8	Review updates made to the deconsolidated waterfall model in order to draft further comments.

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Task Category	Date	Professional	Hours	Activity
16	4/1/2019	Kaneb, Blair	2.9	Draft summary of deconsolidated waterfall model.
16	4/1/2019	Simms, Steven	0.7	Review materials prepared by the team re: administrative solvency analysis.
16	4/2/2019	Park, Ji Yon	0.8	Review grid note summary tracker in order to incorporate updates.
16	4/2/2019	Star, Samuel	0.2	Review revised administrative solvency tracker including downside scenarios.
16	4/3/2019	Eisler, Marshall	2.1	Update analysis re: admin solvency tracker.
16	4/3/2019	Khan, Sharmeen	0.6	Participate on call with M-III to discuss the updated administrative solvency tracker.
16	4/3/2019	Diaz, Matthew	0.6	Participate on call with M-III to discuss the updated administrative solvency tracker.
16	4/3/2019	Diaz, Matthew	0.6	Review presentation to the Committee on the administrative solvency analysis.
16	4/3/2019	Diaz, Matthew	0.9	Review the updates incorporated to the administrative solvency tracker.
16	4/3/2019	Kim, Ye Darm	2.1	Build sensitivity scenario of administrative claims.
16	4/3/2019	Kim, Ye Darm	2.3	Create slides re: base case and sensitivity case re: administrative solvency claims of the Debtors.
16	4/3/2019	Kim, Ye Darm	1.4	Review the administrative solvency update from received from the Debtors.
16	4/3/2019	Kim, Ye Darm	0.9	Incorporate updates to slides re: base case, sensitivity case, worst case scenarios of administrative solvency claims of the Debtors.
16	4/3/2019	Khan, Sharmeen	1.3	Incorporate updates to prepetition grid notes summary.
16	4/3/2019	Khan, Sharmeen	1.2	Review deconsolidated waterfall analysis work product.
16	4/3/2019	Kaneb, Blair	3.4	Draft materials for Akin re: deconsolidated waterfall model.
16	4/3/2019	Kaneb, Blair	1.8	Continue to draft materials for Akin re: deconsolidated model.
16	4/4/2019	Diaz, Matthew	1.4	Review and edit the administrative solvency tracker for the Committee presentation.
16	4/4/2019	Kim, Ye Darm	1.7	Review slides re: administrative solvency analysis.
16	4/4/2019	Khan, Sharmeen	1.6	Incorporate updates to prepetition grid note agreements summary documents.
16	4/4/2019	Khan, Sharmeen	0.9	Discuss the deconsolidated waterfall model and intercompanies with L. Park (FTI).
16	4/4/2019	Khan, Sharmeen	2.6	Review consolidated waterfall recovery model.
16	4/4/2019	Diaz, Matthew	1.4	Review the updated waterfall analysis and related presentation for Akin.
16	4/4/2019	Park, Ji Yon	0.9	Discuss the deconsolidated waterfall model and intercompanies with S. Khan (FTI).
16	4/4/2019	Park, Ji Yon	1.2	Draft edits to key assumptions to the waterfall model.
16	4/4/2019	Kaneb, Blair	2.8	Layer administrative intercompany claims into deconsolidated waterfall model.
16	4/4/2019	Kaneb, Blair	2.4	Incorporate edits to materials for Akin re: deconsolidated waterfall model.
16	4/5/2019	Diaz, Matthew	0.5	Participate on call with M-III to discuss the latest administrative solvency tracker.
16	4/5/2019	Khan, Sharmeen	1.1	Review updated recovery model and output for Akin.
16	4/5/2019	Khan, Sharmeen	0.4	Participate in meeting with the team to discuss the deconsolidated waterfall model output draft and other updates to be made to the model.
16	4/5/2019	Park, Ji Yon	0.4	Participate in meeting with the team to discuss the deconsolidated waterfall model output draft and other updates to be made to the model.
16	4/5/2019	Kaneb, Blair	2.9	Incorporate changes into deconsolidated waterfall model.
16	4/5/2019	Kaneb, Blair	1.2	Incorporate updates to materials for Akin re: deconsolidated waterfall model based on comments received from the team.
16	4/5/2019	Park, Ji Yon	0.5	Participate on call with M-III to discuss the latest administrative solvency tracker.
16	4/5/2019	Star, Samuel	0.4	Participate in meeting with the team to discuss the deconsolidated waterfall model output draft and other updates to be made to the model.
16	4/5/2019	Khan, Sharmeen	0.5	Participate on call with M-III to discuss the latest administrative solvency tracker.
16	4/8/2019	Kaneb, Blair	0.7	Finalize materials for Akin re: deconsolidated waterfall model.
16	4/8/2019	Kaneb, Blair	0.7	Incorporate updates to deconsolidated waterfall model.

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Task Category	Date	Professional	Hours	Activity
16	4/8/2019	Simms, Steven	0.6	Correspond with the team re: various issues with the administrative solvency analysis.
16	4/9/2019	Kaneb, Blair	0.5	Incorporate further updates to deconsolidated waterfall model.
16	4/10/2019	Diaz, Matthew	1.4	Review the updated administrative solvency analysis to draft related questions for M-III.
16	4/10/2019	Diaz, Matthew	0.7	Review the Debtors' recovery analysis.
16	4/10/2019	Kaneb, Blair	0.9	Analyze the Debtor's deconsolidated waterfall model.
16	4/10/2019	Khan, Sharmeen	1.2	Review draft of deconsolidated waterfall analysis received from the Debtors in order to compare to the team's analysis.
16	4/11/2019	Diaz, Matthew	0.6	Review the further updated version of the administrative solvency tracker analysis.
16	4/11/2019	Kaneb, Blair	1.2	Review the Debtor's preliminary deconsolidated waterfall further.
16	4/11/2019	Simms, Steven	0.9	Participate in a call with the Debtors to discuss the status of the plan and the administrative solvency analysis.
16	4/11/2019	Diaz, Matthew	0.9	Participate in a call with the Debtors to discuss the status of the plan and the administrative solvency analysis.
16	4/11/2019	Khan, Sharmeen	0.4	Incorporate updates to listing of diligence questions in preparation for weekly call with the Debtors.
16	4/11/2019	Khan, Sharmeen	0.9	Participate in a call with the Debtors to discuss the status of the plan and the administrative solvency analysis.
16	4/12/2019	Diaz, Matthew	0.5	Participate on call with M-III to discuss the status of the ESL dispute, 503(b)(9) claims, and the waterfall analysis.
16	4/12/2019	Diaz, Matthew	0.3	Participate on call with Akin to discuss the status of the M-III call re: administrative solvency tracker.
16	4/12/2019	Diaz, Matthew	0.6	Review the updated deconsolidated waterfall analysis.
16	4/12/2019	Kaneb, Blair	1.6	Analyze M-III's intercompany matrix.
16	4/12/2019	Kaneb, Blair	1.6	Incorporate intercompany claims into the Debtor's deconsolidated waterfall.
16	4/12/2019	Kaneb, Blair	0.5	Participate on call with M-III to discuss the status of the ESL dispute, 503(b)(9) claims, and the waterfall analysis.
16	4/12/2019	Khan, Sharmeen	0.5	Participate on call with M-III to discuss the status of the ESL dispute, 503(b)(9) claims, and the waterfall analysis.
16	4/15/2019	Khan, Sharmeen	1.8	Review deconsolidated waterfall summary provided by the Debtors to determine differences with FTI's analysis.
16	4/16/2019	Diaz, Matthew	1.8	Review the Debtors' draft plan.
16	4/17/2019	Diaz, Matthew	1.4	Review the updated recovery analysis.
16	4/18/2019	Diaz, Matthew	1.6	Review the updated plan and disclosure statement.
16	4/22/2019	Star, Samuel	0.4	Review assets/claims by debtor entity to assess administrative solvency.
16	4/24/2019	Simms, Steven	0.9	Review various outstanding issues re: administrative solvency.
16	4/24/2019	Simms, Steven	2.3	Review analyses prepared by the team re: cash collateral and the plan.
16	4/25/2019	Eisler, Marshall	1.4	Review variances in latest admin solvency tracker as provided by the Debtors.
16	4/25/2019	Diaz, Matthew	0.6	Incorporate updates to the agenda and open items listing in preparation for call with M-III re: administrative solvency tracker.
16	4/25/2019	Diaz, Matthew	0.7	Participate on call with Akin to discuss the plan process and related next steps.
16	4/25/2019	Simms, Steven	0.7	Participate on call with Akin to discuss the plan process and related next steps.
16	4/25/2019	Star, Samuel	0.8	Participate in meeting with the team re: status of POR discussions, administrative solvency analysis and intercompany claim analysis.
16	4/25/2019	Diaz, Matthew	0.8	Participate in meeting with the team re: status of POR discussions, administrative solvency analysis and intercompany claim analysis.
16	4/25/2019	Kim, Ye Darm	1.2	Prepare slides re: admin solvency tracker adjustments for counsel.
16	4/26/2019	Eisler, Marshall	1.2	Review diligence responses provide by M-III re: admin solvency.
16	4/26/2019	Diaz, Matthew	1.1	Participate on call with M-III to discuss the 503(b)(9) claims, deconsolidated analysis and intercompany claims.

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Task Category	Date	Professional	Hours	Activity
16	4/26/2019	Khan, Sharmeen	1.1	Participate on call with M-III to discuss the 503(b)(9) claims, deconsolidated analysis and intercompany claims.
16	4/26/2019	Kim, Ye Darm	2.8	Update slides re: admin solvency tracker potential adjustments for counsel.
16	4/29/2019	Eisler, Marshall	2.9	Review Transform APA dispute in order assess impact on admin solvency.
16	4/29/2019	Diaz, Matthew	2.1	Review and edit the analysis re: the administrative solvency tracker.
16	4/29/2019	Diaz, Matthew	0.5	Participate on call with Akin re: the disclosure statement objection.
16	4/29/2019	Star, Samuel	0.7	Meet with team re: sub con vs decon analysis.
16	4/29/2019	Kim, Ye Darm	2.9	Revise admin solvency analysis to reflect total potential liabilities from ESL, Non-ESL, and mitigating items.
16	4/30/2019	Diaz, Matthew	2.4	Perform a detailed review of the updated Committee materials re: administrative solvency analysis.
16	4/30/2019	Diaz, Matthew	1.0	Participate on call with Akin to discuss the updated administrative solvency analysis.
16	4/30/2019	Star, Samuel	0.8	Participate on call with Akin re: latest administrative solvency analysis and 507(b) claim calculations.
16	4/30/2019	Star, Samuel	0.6	Review and comment on latest administrative solvency analysis and 507(b) claim calculations.
16	4/30/2019	Kim, Ye Darm	2.1	Process revisions to admin solvency deck for counsel.
16 Total			111.4	
18	4/1/2019	Blonder, Brian	1.9	Prepare questions for the Duff & Phelps deposition re: external licensing.
18	4/1/2019	Blonder, Brian	2.1	Prepare questions for the Duff & Phelps deposition re: royalty rates.
18	4/1/2019	Blonder, Brian	2.4	Prepare questions for the Duff & Phelps deposition re: model revenues.
18	4/1/2019	Blonder, Brian	1.8	Prepare questions for the Duff & Phelps deposition re: model discount rates.
18	4/2/2019	Blonder, Brian	1.8	Review documents re: 2011 and 2012 valuation assumptions in order to prepare a summary for Akin.
18	4/2/2019	Blonder, Brian	1.6	Conduct research re: royalty base assumptions for Kenmore, Craftsman and Diehard over time.
18	4/2/2019	Blonder, Brian	1.4	Participate on call with Akin to discuss the upcoming IP valuation deposition.
18	4/2/2019	Kim, Ye Darm	2.7	Conduct detailed review of forecasts used in IP valuation models in order to compare to historical information.
18	4/2/2019	Diaz, Matthew	0.4	Review the question list in preparation for upcoming IP valuation deposition.
18	4/2/2019	Diaz, Matthew	1.4	Participate on call with Akin to discuss the upcoming IP valuation deposition.
18	4/2/2019	Berkin, Michael	1.4	Participate on call with Akin to discuss the upcoming IP valuation deposition.
18	4/2/2019	Berkin, Michael	1.8	Perform key document review in preparation for Duff & Phelps IP valuation deposition.
18	4/2/2019	Berkin, Michael	0.7	Review draft IP valuation deposition question list in order to identify potential issues.
18	4/2/2019	Berkin, Michael	1.1	Review Duff & Phelps IP valuation models in preparation for deposition question development.
18	4/3/2019	Diaz, Matthew	0.7	Review updated questions for the Duff & Phelps IP valuation deposition.
18	4/3/2019	Simms, Steven	0.4	Correspond with the team re: outstanding preference issues.
18	4/4/2019	Blonder, Brian	3.1	Attend deposition of Duff & Phelps employee re: valuations of the Debtors' IP.
18	4/4/2019	Blonder, Brian	2.9	Continue to attend deposition of Duff & Phelps employee re: valuations of the Debtors' IP.
18	4/10/2019	Diaz, Matthew	0.6	Review preference proposals and related summaries.
18	4/10/2019	Star, Samuel	0.2	Review the Debtors' summary of preference action bids.
18	4/10/2019	Gotthardt, Gregory	1.1	Review documents received from Akin re: Seritage transaction for potential litigation.
18	4/11/2019	Eisler, Marshall	1.9	Evaluate proposals received by various firms regarding preference work.
18	4/15/2019	Diaz, Matthew	1.1	Review the Seritage real estate valuation analysis.
18	4/15/2019	Gotthardt, Gregory	2.3	Review various documents re: Duff & Phelps PPA appraisal and back-up in connection with Seritage valuation analysis.

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Task Category	Date	Professional	Hours	Activity
18	4/17/2019	Blonder, Brian	0.6	Participate on call with the team to debrief from the Duff & Phelps deposition.
18	4/17/2019	Diaz, Matthew	0.6	Participate on call with the team to debrief from the Duff & Phelps deposition.
18	4/22/2019	Blonder, Brian	1.6	Review Duff & Phelps' Kenmore valuation and revenue projections to develop approach for revision.
18	4/23/2019	Blonder, Brian	2.6	Conduct research to gather data re: weighted average cost of capital, balance sheet assets, market shares and other data for use in IP valuations.
18	4/24/2019	Blonder, Brian	1.9	Prepare analysis re: specific appliance company to assess the balance sheet, weighted average cost of capital, and to calculate weighted average return on assets.
18	4/24/2019	Blonder, Brian	2.4	Prepare analysis of Duff & Phelps' Kenmore valuation assumptions and model flow for various revenue types.
18	4/25/2019	Blonder, Brian	2.2	Incorporate revisions to Duff & Phelps' Kenmore revenue models for all revenue types.
18	4/26/2019	Blonder, Brian	2.7	Prepare document re: summary of revisions made to Duff & Phelps' Kenmore valuation.
18	4/26/2019	Blonder, Brian	1.6	Incorporate further revisions to Duff & Phelps' Kenmore cash flow valuation models.
18	4/29/2019	Blonder, Brian	0.9	Incorporate additional updates to summary of adjusted valuation model.
18	4/29/2019	Blonder, Brian	0.4	Correspond with the team re: adjusted valuation model and approach.
18	4/29/2019	Blonder, Brian	1.2	Incorporate adjustments to Duff & Phelps model formatting.
18 Total			55.5	
19	4/30/2019	Simms, Steven	0.6	Obtain update on settlement issues.
19	4/30/2019	Kim, Ye Darm	3.1	Compile documents and correspondence with Debtors re: outstanding diligence items for audit trail.
19 Total			3.7	
20	4/8/2019	Star, Samuel	0.3	Participate on call with CRO re: preference actions, ESL disputes and administrative solvency levels.
20 Total			0.3	
21	4/4/2019	Simms, Steven	0.6	Participate on Committee call to discuss the administrative solvency tracker and the status of the plan.
21	4/4/2019	Diaz, Matthew	0.6	Participate on Committee call to discuss the administrative solvency tracker and the status of the plan.
21	4/4/2019	Park, Ji Yon	0.6	Participate on Committee call to discuss the administrative solvency tracker and the status of the plan.
21	4/4/2019	Khan, Sharmeen	0.6	Participate on Committee call to discuss the administrative solvency tracker and the status of the plan.
21	4/11/2019	Simms, Steven	0.4	Participate on call with the Committee re: status of POL, preference action provider bids, administrative solvency and substantive consolidation issues.
21	4/11/2019	Star, Samuel	0.4	Participate on call with the Committee re: status of POL, preference action provider bids, administrative solvency and substantive consolidation issues.
21	4/11/2019	Diaz, Matthew	0.4	Participate on call with the Committee re: status of POL, preference action provider bids, administrative solvency and substantive consolidation issues.
21	4/11/2019	Khan, Sharmeen	0.4	Participate on call with the Committee re: status of POL, preference action provider bids, administrative solvency and substantive consolidation issues.
21	4/22/2019	Star, Samuel	0.4	Participate on call with the Committee re: ESL dispute hearing and POR issues.
21	4/22/2019	Diaz, Matthew	0.4	Participate on call with the Committee re: ESL dispute hearing and POR issues.
21 Total			4.8	
22	4/10/2019	Simms, Steven	0.4	Participate on call with a creditor to discuss an update of the case.
22	4/12/2019	Simms, Steven	0.3	Participate on call with a creditor to discuss various outstanding administrative issues.

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Task Category	Date	Professional	Hours	Activity
22	4/24/2019	Star, Samuel	0.1	Participate on call with trade creditors representative re: case status.
22 Total			0.8	
24	4/1/2019	Tirabassi, Kathryn	0.4	Incorporate additional updates to the First Interim Fee Application.
24	4/2/2019	Diaz, Matthew	1.8	Review the First Interim Fee Application.
24	4/2/2019	Hellmund-Mora, Marili	0.4	Generate fee estimate in connection with reporting budget.
24	4/2/2019	Tirabassi, Kathryn	0.2	Prepare weekly fee estimate re: week ended 3/30.
24	4/3/2019	Tirabassi, Kathryn	0.6	Incorporate revisions to the First Interim Fee Application.
24	4/4/2019	Tirabassi, Kathryn	3.1	Begin to prepare March 2019 Fee Statement.
24	4/4/2019	Tirabassi, Kathryn	1.4	Continue to incorporate revisions to the First Interim Fee Application.
24	4/4/2019	Tirabassi, Kathryn	2.7	Incorporate revisions to the First Interim Fee Application.
24	4/8/2019	Diaz, Matthew	0.7	Review the First Interim Fee Application.
24	4/8/2019	Tirabassi, Kathryn	2.9	Incorporate updates to the First Interim Fee Application.
24	4/8/2019	Tirabassi, Kathryn	3.4	Prepare the March 2019 Fee Statement.
24	4/9/2019	Hellmund-Mora, Marili	0.6	Generate fee estimate in connection with reporting budget.
24	4/9/2019	Tirabassi, Kathryn	2.4	Prepare the March 2019 Fee Statement.
24	4/10/2019	Tirabassi, Kathryn	3.2	Prepare the March 2019 Fee Statement.
24	4/10/2019	Tirabassi, Kathryn	0.4	Incorporate updates to the First Interim Fee Application.
24	4/10/2019	Tirabassi, Kathryn	2.1	Continue to prepare the March 2019 Fee Statement.
24	4/11/2019	Diaz, Matthew	0.6	Review the updated First Interim Fee Application.
24	4/11/2019	McCaskey, Morgan	0.3	Review fees received to confirm correct amounts.
24	4/11/2019	McCaskey, Morgan	0.3	Coordinate the preparation of the First Interim Fee Application with the team.
24	4/11/2019	Kaneb, Blair	3.2	Incorporate Akin's comments into the First Interim Fee Application.
24	4/12/2019	Diaz, Matthew	0.3	Review the updated First Interim Fee Application.
24	4/12/2019	Kaneb, Blair	0.5	Incorporate Akin's comments into the First Interim Fee Application.
24	4/16/2019	Kim, Ye Darm	0.6	Prepare weekly fee estimate re: week ended 4/13.
24	4/16/2019	Kaneb, Blair	2.8	Prepare March 2019 Fee Statement.
24	4/17/2019	Kaneb, Blair	2.4	Prepare March 2019 Fee Statement.
24	4/18/2019	Diaz, Matthew	1.1	Review the March 2019 Fee Statement.
24	4/18/2019	Kaneb, Blair	2.3	Incorporate comments received from the team into the March 2019 Fee Statement.
24	4/19/2019	Kaneb, Blair	1.9	Finalize March 2019 Fee Statement.
24	4/22/2019	Kaneb, Blair	2.8	Incorporate comments from team re: March 2019 Fee Statement.
24	4/23/2019	Hellmund-Mora, Marili	0.4	Generate fee estimate in connection with reporting budget.
24	4/23/2019	Tirabassi, Kathryn	0.3	Prepare fee estimate re: week ended 4/20.
24	4/30/2019	Hellmund-Mora, Marili	0.6	Generate fee estimate in connection with reporting budget.
24	4/30/2019	Tirabassi, Kathryn	0.3	Prepare weekly fee estimate re: week ended 4/27.
24 Total			47.0	
Grand Total			498.4	

EXHIBIT D

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

SUMMARY OF EXPENSES

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Expense Type	Amount
Airfare	\$ 617.28
Lodging	311.74
Transportation	116.20
Working Meals ¹	286.07
Grand Total	\$ 1,331.29

¹Overtime meals over \$20.00 have been reduced to \$20.00.

EXHIBIT E

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

EXPENSE DETAIL

FOR THE PERIOD APRIL 1, 2019 TO APRIL 30, 2019

Date	Professional	Expense Type	Expense Detail	Amount
4/3/2019	Blonder, Brian	Airfare	Airfare - Coach/Economy, Brian Blonder, LAS - ATL, 04/03/2019 - 04/04/2019. Travel to Atlanta for interview with Duff & Phelps.	\$ 617.28
Airfare Total				\$ 617.28
4/3/2019	Blonder, Brian	Lodging	Lodging - Brian Blonder 04/03/2019 - 04/04/2019. Hotel while traveling in Atlanta for meeting for interview with Duff & Phelps.	311.74
Lodging Total				\$ 311.74
4/4/2019	Blonder, Brian	Transportation	Taxi from Atlanta hotel to the meeting with Duff & Phelps.	10.00
4/23/2019	Kaneb, Blair	Transportation	Taxi home from the office after working late on the case.	16.56
4/24/2019	Kaneb, Blair	Transportation	Taxi home from the office after working late on the case.	18.36
4/25/2019	Kaneb, Blair	Transportation	Taxi home from the office after working late on the case.	35.16
4/29/2019	Kaneb, Blair	Transportation	Taxi home from the office after working late on the case.	18.96
4/30/2019	Kaneb, Blair	Transportation	Taxi home from the office after working late on the case.	17.16
Transportation Total				\$ 116.20
2/17/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
2/17/2019	Tirabassi, Kathryn	Working Meals	Dinner while working late in the office on the case.	20.00
3/18/2019	Tirabassi, Kathryn	Working Meals	Dinner while working late in the office on the case.	20.00
4/3/2019	Blonder, Brian	Working Meals	Dinner while traveling to Atlanta for meeting with Duff & Phelps.	20.00
4/3/2019	Blonder, Brian	Working Meals	Lunch while traveling to Atlanta for meeting with Duff & Phelps.	9.73
4/3/2019	Khan, Sharmeen	Working Meals	Dinner while working late in the office on the case.	20.00
4/4/2019	Blonder, Brian	Working Meals	Breakfast while traveling in Atlanta for meeting with Duff & Phelps.	3.77
4/4/2019	Blonder, Brian	Working Meals	Dinner while traveling in Atlanta for meeting with Duff & Phelps.	15.10
3/3/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
3/3/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
3/5/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
3/6/2019	Diaz, Matthew	Working Meals	Dinner while working late in the office on the case.	20.00
3/6/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
3/7/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
3/9/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	17.47
3/13/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
Working Meals Total				\$ 286.07
Grand Total				\$ 1,331.29

¹Overtime meals over \$20.00 have been reduced to \$20.00.